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SURFACE TRANSPORTATION BOARD

SEP 25 11 43 AM '98

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RECORDATION NO. 21669 FILED

SEP 25 '98 11-45 AM

September 25, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 21669-AB FILED

SEP 25 '98 11-45 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Full Service Lease Agreement, dated September 8, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: a Memorandum of Lease Assignment, Management and Escrow Agreement, dated August 31, 1998 and a Memorandum of Asset Purchase, Assignment and Assumption Agreement, dated as of September 8, 1998.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: Dakota Minnesota & Eastern Railroad  
337 22<sup>nd</sup> Avenue South  
Brookings, South Dakota 57006

Mr. Vernon A. Williams  
September 25, 1998  
Page 2

A —> Lease Assignment, Management and Escrow Agreement

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Assignee: The Vaughn Group, Ltd.  
8240 Beckett Drive, Suite D  
Hamilton, Ohio 45001

Asset Purchase, Assignment and Assumption Agreement

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Drive, Suite D  
Hamilton, Ohio 45001

Assignee: Star Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

A description of the railroad equipment covered by the enclosed document is:

Fifty-eight (58) Boxcars DME 5500 through DME 5558 (excluding 5503)

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SEP 25 '98

11-45 AM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT  
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on August 31, 1998, by and between The Vaughn Group, Ltd. ("Assignee"), and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated May 13, 1998, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Agreement, dated September 8, 1997, between Assignor, as Lessor, and Dakota, Minnesota & Eastern Railroad Corporation, as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, LTD.

By: 

Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: 

Name: Gary Smith

Title: Vice President, Finance and Treasurer

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 4th day of September, 1998 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Ltd., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Kathy J. Voegelé  
Notary Public

KATHY J. VOEGELE  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF OHIO )  
COUNTY OF LUCAS ) SS

On this 1st day of September, 1998 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the Vice President, Finance and Treasurer of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth J. Hall  
Notary Public

ELIZABETH J. HALL  
Attorney at Law  
Notary Public - State of Ohio  
My Commission has no Expiration Date.  
Section 147.03 O.R.C.

My commission expires:

# Exhibit A

Fifty (50) foot, seventy (70) ton RBL Boxcars, Rule '88 rebuilt to 100 ton capacity.

Car Maker - North American Car Corporation

Previous Owner - Quaker Cube 4646

New Car Number	Old Car Number	Date Built	New Car Number	Old Car Number	Date Built
1 DME 5500	QOCX000101	4-1-64	30 DME 5530	QOCX000173	3-1-67
2 DME 5501	QOCX000102	4-1-64	31 DME 5531	QOCX000176	3-1-67
3 DME 5502	QOCX000107	4-1-68	32 DME 5532	QOCX000178	3-1-67
4 DME 5504	QOCX000111	4-1-64	33 DME 5533	QOCX000179	3-1-67
5 DME 5505	QOCX000113	5-1-64	34 DME 5534	QOCX000180	3-1-67
6 DME 5506	QOCX000117	5-1-64	35 DME 5535	QOCX000182	3-1-67
7 DME 5507	QOCX000120	5-1-68	36 DME 5536	QOCX000183	4-1-67
8 DME 5508	QOCX000125	5-1-64	37 DME 5537	QOCX000184	4-1-67
9 DME 5509	QOCX000126	5-1-64	38 DME 5538	QOCX000185	4-1-67
10 DME 5510	QOCX000129	5-1-64	39 DME 5539	QOCX000186	6-1-66
11 DME 5511	QOCX000131	5-1-64	40 DME 5540	QOCX000194	6-1-66
12 DME 5512	QOCX000133	8-1-64	41 DME 5541	QOCX000200	6-1-66
13 DME 5513	QOCX000136	4-1-64	42 DME 5542	QOCX000202	1-1-66
14 DME 5514	QOCX000138	4-1-64	43 DME 5543	QOCX000205	6-1-66
15 DME 5515	QOCX000139	4-1-64	44 DME 5544	QOCX000207	6-1-66
16 DME 5516	QOCX000140	5-1-64	45 DME 5545	QOCX000208	1-1-66
17 DME 5517	QOCX000142	4-1-64	46 DME 5546	QOCX000210	6-1-66
18 DME 5518	QOCX000143	4-1-64	47 DME 5547	QOCX000212	7-1-65
19 DME 5519	QOCX000147	8-1-65	48 DME 5548	QOCX000216	6-1-66
20 DME 5520	QOCX000148	6-1-66	49 DME 5549	QOCX000217	6-1-66
21 DME 5521	QOCX000149	5-1-64	50 DME 5550	QOCX000226	1-1-66
22 DME 5522	QOCX000151	11-1-65	51 DME 5551	QOCX000227	3-1-67
23 DME 5523	QOCX000154	8-1-65	52 DME 5552	QOCX000228	1-1-66
24 DME 5524	QOCX000160	6-1-66	53 DME 5553	QOCX000229	2-1-64
25 DME 5525	QOCX000163	8-1-65	54 DME 5554	QOCX011600	5-1-64
26 DME 5526	QOCX000164	8-1-65	55 DME 5555	QOCX016800	3-1-67
27 DME 5527	QOCX000167	8-1-65	56 DME 5556	QOCX020300	1-1-66
28 DME 5528	QOCX000170	3-1-67	57 DME 5557	QOCX020400	1-1-66
29 DME 5529	QOCX000171	8-1-65	58 DME 5558	QOCX020900	1-1-66